

**APPLICATION OF
LEGACY LONG DISTANCE INTERNATIONAL, INC.**

EXHIBIT I

Articles of Organization
&
Secretary of State Certificate of Authority

CYBERDRIVEILLINOISJESSE WHITE
SECRETARY OF STATE[SERVICES](#)[PROGRAMS](#)[PRESS](#)[PUBLICATIONS](#)[DEPARTMENTS](#)[CONTACT](#)**CORPORATION FILE DETAIL REPORT**

Entity Name	LEGACY LONG DISTANCE INTERNATIONAL, INC.	File Number	59599623
Status	GOODSTANDING		
Entity Type	CORPORATION	Type of Corp	FOREIGN BCA
Qualification Date (Foreign)	09/30/1997	State	CALIFORNIA
Agent Name	NATIONAL REGISTERED AGENTS INC	Agent Change Date	03/06/2002
Agent Street Address	311 S WALKER DR SUITE 4550	President Name & Address	CURTIS BROWN 10833 VALLEY VIEW ST #150 CYPRESS CA 90630
Agent City	CHICAGO	Secretary Name & Address	CURTIS BROWN 10833 VALLEY VIEW ST #150 CYPRESS CA 90630
Agent Zip	60606	Duration Date	PERPETUAL
Annual Report Filing Date	00/00/0000	For Year	2008

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File Number

5959-962-3

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
LEGACY LONG DISTANCE INTERNATIONAL, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 30TH
day of SEPTEMBER A.D. 19 97 and of
the Independence of the United States the two
hundred and 22ND



George H. Ryan

Secretary of State

Form BCA-13.15 (Rev. Jan. 1991)	APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS	SUBMIT IN DUPLICATE
George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961	FILED SEP 30 1997 GEORGE H. RYAN SECRETARY OF STATE	This space for use by Secretary of State Date <u>9-30-97</u> License Fee \$ Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>75.00</u> Penalties \$ Approved: <u>[Signature]</u>
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		

1. (a) CORPORATE NAME: Legacy Long Distance International, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

EXPEDITED2. (a) State or Country of Incorporation: California

SEP 30 1997

(b) Date of Incorporation: September 9, 1996(c) Period of Duration: Perpetual**SECRETARY OF STATE**

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

One World Trade CenterNoneSuite 1460Long Beach, CA 90831-1460

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Registered Agents, Inc.**EXPEDITED**

First Name

Middle Name

Last Name

Registered Office 311 South Wacker Drive, Suite 4550

Number

Street

Suite #

ChicagoIL60606-6621Cook

City

Zip Code

County

SECRETARY OF STATE

5. States and countries in which it is admitted or qualified to transact business:

Arkansas, Florida, Georgia and Nebraska

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President <u>Curtis A. Brown</u>	<u>5732 Malaga Place</u>	<u>Long Beach</u>	<u>CA</u>	<u>90814</u>
Secretary <u>Kenneth J. Durante</u>	<u>5732 Malaga Place</u>	<u>Long Beach</u>	<u>CA</u>	<u>90814</u>
Director <u>Curtis A. Brown</u>	<u>5732 Malaga Place</u>	<u>Long Beach</u>	<u>CA</u>	<u>90814</u>
Director <u>Clay M. Beamesderfer</u>	<u>16732 Orange Drive</u>	<u>Yorba Linda</u>	<u>CA</u>	<u>92886</u>
Director <u>Kenneth J. Durante</u>	<u>5732 Malaga Place</u>	<u>Long Beach</u>	<u>CA</u>	<u>90814</u>
Director <u>George Hansell, II</u>	<u>5732 Malaga Place</u>	<u>Long Beach</u>	<u>CA</u>	<u>90814</u>

If more than 3, attach list

1978573

IN THE OFFICE of the Secretary of State
of the State of California

SEP - 9 1996

ARTICLES OF INCORPORATION

OF

LEGACY LONG DISTANCE INTERNATIONAL, INC.

Bill Jones
"BILL JONES, Secretary of State"

I

The name of this corporation is LEGACY LONG DISTANCE INTERNATIONAL, INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address of this corporation's initial agent for service of process is:

George Grellas, Esq.
2005 Hamilton Avenue
Suite 230
San Jose, California 95125

IV

This corporation is authorized to issue only one class of shares of stock, to be designated as "common" shares; the total number of shares which this corporation is authorized to issue is 10,000,000.

V

1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

2. Indemnification of Corporate Agents. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article V shall not adversely

affect any right of indemnification or limitation of liability of an agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

Dated: September 6, 1996

George Grellas
George Grellas
Incorporator

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.

George Grellas
George Grellas

1978573

FILED Bjm
in the office of the Secretary of State
of the State of California

SEP 15 1999

Bill Jones
PHIL JONES, Secretary of State

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

LEGACY LONG DISTANCE INTERNATIONAL, INC.

Curtis A. Brown and Kenneth Durante hereby certify as follows:

1. They are the President and the Secretary, respectively, of Legacy Long Distance International, Inc., a California corporation (the "Corporation").

2. The Articles of Incorporation of the Corporation are hereby amended as follows:

ARTICLE IV is amended to read in its entirety as follows:

"IV: (a) This corporation is authorized to issue two classes of shares, designated respectively "Common Stock" and "Redeemable Class A Common Stock", and referred to herein either as Common Stock or Common shares and Redeemable Stock or Redeemable shares, respectively. The number of authorized Common shares is Ten Million (10,000,000), and the number of authorized Redeemable shares is Four Hundred and Fifty Thousand (450,000).

(b) Except as otherwise provided in these Articles of Incorporation or as required by law, the rights, privileges and restrictions granted to or imposed upon the Common shares and the Redeemable shares or on their holders are identical, and both classes shall vote together as one class except as otherwise required by law, with each share of each class to have one (1) vote.

(c) At the option of its Board of Directors, the corporation may, at any time from and after the date this Certificate of Amendment is filed until on or prior to August 9, 2002 (such period, the "Redemption Period"), redeem from the shareholders of the Redeemable Stock some or all of their shares thereof on the terms set forth below (provided that during such Redemption Period, no shareholder thereof shall sell, hypothecate or otherwise in any way transfer any of his, her or its shares of such Redeemable Stock to or in favor of any third party):

(A) The corporation shall pay in cash an amount equal to fifty cents (\$0.50) per share for each share of Redeemable Stock to be

redeemed (the "Redemption Price");

(B) In the event of any redemption of only a part of the then-outstanding shares of Redeemable Stock, the corporation shall effect such redemption by allocating the total amount available for redemption pro rata among the shareholders of the Redeemable Stock according to the number of shares of such Stock held by each such shareholder, provided that, until the end of the Redemption Period, the corporation shall thereafter continue to be entitled on as many occasions as it desires to redeem some or all of the remaining outstanding shares of Redeemable Stock pursuant hereto;

(C) At least thirty (30) but no more than sixty (60) days prior to the date fixed for a redemption of Redeemable Stock pursuant to this sub-paragraph (IV)(c) (said date fixed for redemption, the "Redemption Date"), written notice shall be mailed, first class postage prepaid, to each holder of record of Redeemable Stock, at the address last shown on the records of the corporation for such holder or given by the holder to the corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the corporation is located, notifying such holder of the redemption to be effected, specifying the number of shares to be redeemed from such holder, the Redemption Date, the Redemption Price, the manner in which payment may be obtained, and further calling upon such holder to surrender to the corporation, in the manner and at the place designated, such holder's certificate or certificates representing the shares to be redeemed as hereinafter specified (the "Redemption Notice"). On or after the Redemption Date, each holder of Redeemable Stock shall surrender to the corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event fewer than all the shares represented by any such certificate are redeemed, a new certificate will be issued representing the unredeemed shares;

(D) From and after the Redemption Date, unless there shall have been a default in payment of the applicable Redemption Price, all rights of the holders of Redeemable Stock (except the right to receive the Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to shares thereof subject to the Redemption Notice, and such shares shall not thereafter be transferred on

the books of the corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the corporation legally available for redemption of shares of Redeemable Stock on any Redemption Date are insufficient to redeem the total number of shares of Redeemable Stock to be redeemed on such Date, those funds which are legally available will be used to redeem the maximum possible number of such shares *pro rata* (in the manner described above) among the holders of such shares to be redeemed. The shares of Redeemable Stock not redeemed shall remain outstanding and entitled to all the rights provided herein for such class."

3. The foregoing Certificate of Amendment of the Articles of Incorporation was adopted and unanimously approved by the Board of Directors of the Corporation, and approved by the required vote of the shareholders of the Corporation in accordance with Section 902 of the California Corporations Code. The Corporation has one class of stock outstanding. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 5,167,584, the favorable vote of a majority of such shares was required to approve the amendment, and the number of shares voting in favor of the amendment equaled or exceeded the required vote.

We further declare under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of our own knowledge, and that this Certificate was executed on August 25, 1999 at Long Beach, California.

Dated: August 25, 1999


Curtis A. Brown, President
Legacy Long Distance International, Inc.

Dated: August 25, 1999


Kenneth Durante, Secretary
Legacy Long Distance International, Inc.

